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READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE

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LINCOLN OFFICE **SUITE 500** 301 SOUTH 13TH STREET LINCOLN, NEBRASKA 68508-2578

TELEPHONE 402-437-8500 FAX 402-437-8558

OMAHA OFFICE SUITE 350 10250 REGENCY CIRCLE

OMAHA, NEBRASKA 68114-3754 TELEPHONE 402-898-7400

FAX 402-898-7401

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SUITE 200 2154 WISCONSIN AVENUE, NW WASHINGTON, D.C. 20007 TELEPHONE 202-944-9500

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Direct Dial: 202-944-9503 E-Mail: iseidemann@woodsaitken.com Admitted to practice only in the District of Columbia, New Jersey, and New York

JOSHUA H. SEIDEMANN

ECCIMETTOM

January 4, 2006

Marlene H. Dortch Secretary Federal Communications Commission 445 12th Street, NW Washington, DC 20554

> Re: I/M/O Elsie Communications Inc., SKT Ventures, Inc., Dalton Telephone

Company, Inc., Dalton Holdings, Inc., and Newcastle Holdings, Inc.: Application

for Authorization Pursuant to Section 214 of the Communications Act, as

Amended, for Transfer of Control

File No.

Dear Madam Secretary:

On behalf of Elsie Communications Inc., SKT Ventures, Inc., Dalton Telephone Company, Inc., Dalton Holdings, Inc., and Newcastle Holdings, Inc., we attach herewith five copies of the above-referenced Application. The original and five (5) copies of this Application, along with the appropriate FCC Form 159 and application fee of \$895.00 (Eight Hundred Ninety Five Dollars), is submitted this date to the Commission's depository agent, Mellon Bank, in Pittsburgh, Pennsylvania. In addition, a copy of the pleading has been submitted for delivery to Tracey Wilson-Parker of the Wireline Competition Bureau.

The original of the Application contains an electronically transmitted signature on one the applicant verifications. The original of that page will be forwarded to the Commission after it arrives at our offices.

The undersigned may be contacted should you have any questions or require additional information.

Respectfully submitted.

Encl.

BEFORE THE FEDERAL COMMUNICATIONS COMMISSION WASHINGTON, DC 20554

| In the Matter of |) | | |
|--|---|------------|-----|
| Elsie Communications, Inc. |) | | |
| SKT Ventures, Inc. |) | | |
| Dalton Telephone Company, Inc |) | | |
| Dalton Holdings, Inc. |) | | |
| |) | | |
| and |) | | |
| |) | WC Doc. No | |
| Newcastle Holdings, Inc. |) | | - " |
| |) | | |
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| Application for Authorization Pursuant to |) | | |
| Section 214 of the Communications Act of 1934, |) | | |
| as Amended, for Transfer of Control |) | | |

APPLICATION FOR TRANSFER OF CONTROL

Elsie Communications, Inc. ("Elsie"), SKT Ventures, Inc. ("SKT"), Dalton Telephone Company, Inc. ("Dalton") and Dalton Holdings, Inc. ("Dalton Holdings") (collectively "Transferors") and Newcastle Holdings, Inc., ("Newcastle" or "Transferee") (collectively Newcastle, Elsie, SKT, Dalton and Dalton Holdings are the "Applicants"), by their undersigned counsel, and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the "Act"), and Section 63.04 of the rules of the Federal Communications Commission ("FCC" or the "Commission"), 47 C.F.R. § 63.04, hereby request authority to transfer control of the domestic 214 authorizations held by Elsie and Dalton to Newcastle. As described in this application ("Application"), Applicants have entered into agreements pursuant

BEFORE THE FEDERAL COMMUNICATIONS COMMISSION WASHINGTON, DC 20554

| In the Matter of |) | | |
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| |) | | |
| Elsie Communications, Inc. | | | |
| SKT Ventures, Inc. |) | | |
| Dalton Telephone Company, Inc |) | | |
| Dalton Holdings, Inc. |) | | |
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| |) | WC Doc. No. | |
| Newcastle Holdings, Inc. |) | | |
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| Application for Authorization Pursuant to |) | | |
| Section 214 of the Communications Act of 1934, |) | · | |
| as Amended, for Transfer of Control |) | | |

APPLICATION FOR TRANSFER OF CONTROL

Elsie Communications, Inc. ("Elsie"), SKT Ventures, Inc. ("SKT"), Dalton Telephone Company, Inc. ("Dalton") and Dalton Holdings, Inc. ("Dalton Holdings") (collectively "Transferors") and Newcastle Holdings, Inc., ("Newcastle" or "Transferee") (collectively Newcastle, Elsie, SKT, Dalton and Dalton Holdings are the "Applicants"), by their undersigned counsel, and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the "Act"), and Section 63.04 of the rules of the Federal Communications Commission ("FCC" or the "Commission"), 47 C.F.R. § 63.04, hereby request authority to transfer control of the domestic 214 authorizations held by Elsie and Dalton to Newcastle. As described in this application ("Application"), Applicants have entered into agreements pursuant

to which Newcastle shall acquire all of the issued and outstanding shares of Elsie from SKT and all of the issued and outstanding shares of Dalton from Dalton Holdings.

Following the Transaction, Elsie and Dalton will continue to provide service to their customers in their respective territories as wholly owned subsidiaries of Newcastle.

Pursuant to Section 63.04(a) of the Commission's rules, the Applicants provide the following information in support of this transaction:

(1) Applicants' Name, Address and Telephone Number

Transferors:

Elsie Communications, Inc.

SKT Ventures, Inc. 225 North Mead Wichita, KS 67202

Telephone:

620-584-2255

Facsimile:

620-584-2653

Dalton Telephone Company, Inc.

Dalton Holdings, Inc. 225 North Mead Wichita, KS 67202

Telephone: Facsimile:

620-584-2255

620-584-2653

Transferee:

Newcastle Holdings, Inc.

C/O American Broadband Communications, LLC

Attention: Patrick L. Eudy

President

756 Tyvola Road, Suite 100

Charlotte, NC 28217

Telephone:

704-665-9036

Facsimile:

888-698-7975

(2) State of Organization

(a) Dalton Holdings, Elsie and Dalton are Nebraska Corporations. SKT is a Kansas corporation.

(b) Newcastle Holdings, Inc. is a North Carolina corporation.

(3) Contact Information

to:

All correspondence, notices and inquiries regarding this transaction should be addressed

Transferors: Gregory L. Mikesell

CEO

225 N. Mead.

Wichita, KS. 67202

Telephone:

620-584-2255

Facsimile:

620-584-2653

Transferee:

Patrick L. Eudy

President and CEO

Newcastle Holdings, Inc.

C/O American Broadband Communications, LLC

756 Tyvola Road, Suite 100

Charlotte, NC 28217

Telephone:

704-665-9036

Facsimile:

888-698-7975

Copies of all correspondence, notices, and inquiries should also be addressed to:

David Cosson

2154 Wisconsin Avenue, NW

Washington, DC 20037

Telephone:

202-333-5275

Facsimile:

202-333-5274

Paul M. Schudel

Woods & Aitken LLP

301 South 13th Street, Suite 500

Lincoln, NE 68508

Telephone:

402-437-8500

Facsimile:

402-437-8558

(4) Ten percent (10%) Equity Shareholders:

TRANSFERORS:

Elsie Communications, Inc. is owned by:

| SKT Ventures, Inc. | % Equity 100% | Citizenship USA | Principal Business Telecom |
|---|--------------------------------------|--------------------------|--|
| SKT Ventures, Inc. is owned by: | ٠ | | |
| Kendall S. Mikesell Elaine L. Webb Edwin A. Mikesell Gregory L. Mikesell | 25% 25% 25% 25% | USA USA USA USA | Telecom Telecom Telecom Telecom |
| Dalton Telephone Company, Inc. is own | aed by: | | |
| Dalton Holdings, Inc. | 100% | USA | Telecom |
| Dalton Holdings, Inc. is owned by: | | | |
| Southern Kansas Telephone Co. | 100% | USA | Telecom |
| Southern Kansas Telephone Co. is own | ed by: | | |
| Kendall S. Mikesell Elaine L. Webb Edwin A. Mikesell Gregory L. Mikesell | 24.99% 24.99% 24.99% 24.99% | USA USA USA USA | Telecom Telecom Telecom Telecom |
| TRANSFEREE: | | | |
| Newcastle Holdings, Inc is owned by: | | | |

| American Broadband | 100% | USA | Telecom |
|----------------------|------|-----|---------|
| Acquisition Corp. IV | | | |

American Broadband Acquisition Corp. IV is owned by:

| American Broadband | | | |
|---------------------|-----|-----|---------|
| Communications, LLC | 49% | USA | Telecom |

| Signal Equity Partners II, LP | 40% | USA | Investments |
|--|----------------------------------|----------------------|---|
| American Broadband Communications, | LLC ¹ is owner | d by: | |
| William H. Tucker Patrick L. Eudy ² | 48.75% 48.75% | USA USA | Telecom Telecom |
| Signal Equity Partners II, LP is owned | as follows: | | |
| Signal Equity Advisors II, LLC Garden House, LLC ³ Eurazeo ⁴ | 2.94% GP 58.9% LP 23.5% LP | USA USA France | Investments Investments Investments |

Signal Equity Advisors II, LLC has the following owners:

Burden Direct Investment Fund III 11.76% LP

USA

Investments

American Broadband Communications, Inc., ("ABCI"), a sister corporation to American Broadband Communications LLC ("ABCL"), holds 40% of American Georgetown, Inc., which, in turn, owns 100% of Georgetown Telephone Company, an Incumbent Local Exchange Carrier ("ILEC") in Mississippi. Signal Equity Partners II, LP ("Signal"), owns the remaining 60% of American Georgetown, Inc. ABCI also holds 49% of Northwest Missouri Holdings, Inc., which, in turn, holds 100% of Oregon Farmers Mutual Telephone Company, an ILEC in Missouri. Signal owns the remaining 51% of Northwest Missouri Holdings, Inc. ABCL owns 49% of Eastern Kansas Holdings, Inc., which, in turn, owns 100% of S & A Telephone Company, Inc., a Kansas ILEC. Signal owns the remaining 51% of Eastern Kansas Holdings, Inc. ABCL owns 49%, and Signal owns 51% of Pymatuning Holding Company, which owns 100% of the Pymatuning Independent Telephone Company, a Pennsylvania rural ILEC. American Broadband Acquistion Corp. has a 100% interest in Waverly Hall Holdings, Inc., which in turn owns 100% of Waverly Hall Telephone, LLC, an ILEC in Georgia. Ameircan Broadband Acquistion Corp. has a 100% interest in Mail Holdings, Inc., which in turn owns 100% of Gridley Enterprises, Inc., which in turn owns 100% of Gridley communications, Inc. and Gridley Telephone Co., an ILEC in Illinois.

Mr. Eudy owns 60% of Dialog Telecommunications, a competitive local exchange carrier operating in Kentucky, Mississippi and North Carolina.

Eliot Nolen, a US citizen, owns approximately 95% of Garden House, LLC and does not own or control other communications businesses.

Eurazeo indirectly owns approximately 15.2% of Eutelsat, which it holds through a 66% interest in BlueBirds (which holds a 23% interest in Eutelsat). Eutelsat provides communications services in Europe and the Indian Ocean Region. Eurazeo also owns a 11% interest in Distacom, which owns companies providing mobile telephone service in Hong Kong and India.

| Timothy P. Bradley | 23.3% | USA | Investments |
|------------------------|-------|-----|-------------|
| Alfred J. Puchala, Jr. | 22,3% | USA | Investments |
| Christian Nolen | 19.6% | USA | Investments |
| Malcolm C. Nolen | 19.6% | USA | Investments |
| Charles T. Lake, II | 11.2% | USA | Investments |

The foregoing reflects all general partnership interests and all 10% or more derivative equity interests in applicants.

(5) Certification Pursuant to Rules 1.2001-1.2003

Applicants hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information, and belief, no party to the Application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

(6) Description of the Transaction

Newcastle will purchase from SKT all of the outstanding shares of common stock of Elsie. Under a separate agreement, Newcastle will purchase from Dalton Holdings all of the outstanding shares of common stock of Dalton. Upon successful consummation of the Transaction, Elsie and Dalton will continue to provide local exchange and exchange access telephone service to their current subscribers, as wholly owned subsidiaries of Newcastle.

(7) Geographic Description

Elsie is an incumbent local exchange carrier providing local exchange and exchange access service to subscribers in one exchange in and around Elsie, Nebraska. Dalton is an incumbent local exchange carrier providing local exchange and exchange access service to subscribers in the Bushnell, Dalton, Dix, Gurley and Lodgepole, Nebraska exchanges.

(8) Streamlined Treatment

The Applicants request streamlined treatment for this Application which qualifies for streamlining under Sections 63.03 of the Commission's rules.

The Application is entitled to a presumption of applicability of the streamlined procedures pursuant to Sections 63.03(b)(2)(ii) and (iii). At the close of the Transaction Newcastle, together with all of its affiliates, will have a less than 10% share of the interstate, interexchange market. With respect to Section 63.03(b)(2)(ii), Dialog Telecommunications, a non-dominant carrier provides services exclusively outside the geographic area where the dominant carriers, Elsie and Dalton are dominant. With respect to Section 63.03(b)(2)(ii), the applicant and Newcastle's affiliates, Georgetown Telephone Company, Oregon Farmers Mutual Telephone Company, Pymatuning Telephone Company, S&A Telephone Company, Waverly Hall Telephone, LLC and Gridley Telephone Company have fewer than two (2) percent of the nation's subscriber lines and there are no overlapping or adjacent service areas. There are no requests for waivers associated with this Application.

- (9) Other Related Applications Before the Commission
 Newcastle will apply for International Section 214 Authority.
- (10) Statement of Imminent Business Failure

 Not applicable.
- (11) Separately Filed Waiver Requests
 None

(12) Public Interest Statement

Upon consummation of the Transaction, Elsie and Dalton will continue to provide high quality, modern local exchange, exchange access and long distance service to their current subscribers in a manner that will be transparent to them. Grant of this Application will ensure

Newcastle Holdings, Inc. is a holding company which does not itself provide telecommunications services at any location.

that Elsie and Dalton will become financially stronger companies as a result of their affiliation with Holdings, a larger organization with greater access to financial and technical resources.

Conclusion.

For the foregoing reasons, Applicants respectfully request that the Commission promptly grant this Application.

Respectfully Submitted,

By:

David Cosson

2154 Wisconsin Avenue, NW

Washington, DC 20009

January 4, 2006

DECLARATION OF GREGORY MIKESELL

I, Gregory L. Mikesell, CEO of Elsie Communications, Inc., SKT Ventures, Inc., Dalton Telephone Company, Inc., and Dalton Holdings, Inc. do hereby declare under penalties of perjury that I have read the foregoing "APPLICATION FOR TRANSFER OF CONTROL" and that the information contained therein regarding Elsie Communications, Inc., SKT Ventures, Inc., Dalton Telephone Company, Inc., and Dalton Holdings, Inc. and their affiliates is true and accurate to the best of my knowledge, information, and belief.

Dated: __1/3/06

Gregory L. Mikesell

CEO

225 North Mead Wichita, KS 67202

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DECLARATION OF PATRICK EUDY

I, Patrick L. Eudy, President of Newcastle Holdings, Inc., do hereby declare under penalties of perjury that I have read the foregoing "APPLICATION FOR TRANSFER OF CONTROL" and that the information contained therein regarding Newcastle Holdings and its affiliates is true and accurate to the best of my knowledge, information, and belief.

Dated: Jun 8, 1006

Patrick L. Eudy Newcastle Holdings, Inc. c/o American Broadband Communications, LLC 756 Tyvola Road, Suite 100 Charlotte, NC 28217

by OMB 3060-0589

| FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINATION SHEET) Page No. 2- of 5 USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT | | | | CAUS ON | |
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| (26C) FEE DUE FOR (PTC) | (27C) TOTAL FEE | | 24 26 3 3 | |
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| (AAE) CALL SIGNUATUED ID | (AAP) BA VIATNIT TVDE | CORE | (045) 070 | |
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| (26F) FEE DUE FOR (PTC) | (27F) TOTAL FEE | | | |
| (ARTHURA CARP) | | 1 | 1.6 | |
| (28F)FCC CODE I | | (29B) FCC CODE 2 | | |

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| | · | | | 3060-05 |
|---|--|-----------------------|--|---|
| | PERAL COMMUNICATIONS CON NCE ADVICE (CONTIN Page No_4_of | ATION SHEET) | | |
| | USE THIS SECTION ONL | | | |
| (13) APPLICANT NAME | SECTION BB - ADDI | FIONAL APPLICANT INFO | JEMATION | |
| Dalton Holdings, Inc. | | | | |
| (14) STREET ADDRESS LINE NO.1 225 North Mead | | | | |
| (15) STREET ADDRESS LINE NO. 2 | | | | |
| (16) CITY WITCHITS | | | (17) STATE | (18) ZIP CODE 67202 |
| (19) DAYTIME TELEPHONE NUMBER (| include area code) | (20) COUNTRY C | ODE (if not in U.S./ | |
| 620-584-2255 | | | <u> </u> | |
| | FCC REGISTRAT | tion number (FRN) REC | UIRED | 10 A |
| (21) APPLICANT (FRN) | | | | |
| 0014-4672-03 | CTION C FOR EACH SERVICE, | IF MODE BOYES ARE N | PARA HER CAN | TINILATION CHEST |
| (23A) CALL SIGN/OTHER ID | (24A) PAYMENT TYPE | | (25A) QU | |
| | (2.1.) | | | |
| (26A) FEE DUE FOR (PTC) | (27A) TOTAL FEE | | | A support |
| (28A) FCC CODE I | | (29A) FCC CODE 2 | | |
| (23B) CALL SIGN/OTHER ID | (24B) PAYMENT TYPE | CODE | (258) QU | ANTITY |
| (26B) FEE DUE FOR (PTC) | (27B) TOTAL FEE | | 1 | |
| (28B)FCC CODE I | | (29B) FCC CODE 2 | Sign of Anniel Street, | |
| (23C) CALL SIGN/OTHER ID | (24C) PAYMENT TYPE | CODE | (25C) QU/ | ANTITY |
| (26C) FEE DUE FOR (PTC) | (27C) TOTAL FEE | | | |
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| (23D) CALL SIGN/OTHER ID | (24D) PAYMENT TYPE | CODE | (25D) QU | ANTITY |
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| (28D)FCC CODE I | | (29D) FCC CODE 2 | and the state of t | ก็ลัก ซึ่งเหติดเรื่อง และ และ วังเกรีย ค่า ก็นัก หรือเกรียกค่าสะบากขึ้นโก |
| (23E) CALL SIGN/OTHER ID | (24E) PAYMENT TYPE (| CODE | (25E) QU | ANTTIY |
| (26E) FEE DUE FOR (PTC) | (27E) TOTAL FEE | | | |
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| (23F) CALL SIGN/OTHER ID | (24F) PAYMENT TYPE (| CODE | (25F) QUA | NITIY |
| (26F) FEE DUE FOR (PTC) | (27F) TOTAL FEE | | Local Nation | |
| (28F)FCC CODE I | | (29B) FCC CODE 2 | ··· — <u>Quyan in 1944 i</u> | |

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FCC FORM 159-C

FEBRUARY 2003(REVISED)

| | EDERAL COMMUNICATIONS OF | INATION SHEET) | | Approved by OMI 3060-058 |
|--|---------------------------------------|---|------------------------|---|
| Page No_5_ of 5 | | | | |
| | USE THIS SECTION O SECTION BB - AD | NLY FOR EACH ADDITION DITIONAL APPLICANT INI | NAL APPLICANT | |
| (13) APPLICANT NAME | | | VINITION | |
| Newcastle Holdings, Inc. (14) STREET ADDRESS LINE NO.1 | | | | |
| 756 Tyvola Road | | | | |
| (15) STREET ADDRESS LINE NO. 2 | | | | |
| (16) CITY Unariotte | | | (17)STATE | (18) ZÎP CODE 28217 |
| (19) DAYTIME TELEPHONE NUMBER (include area code) 704-665-9036 | | (20) COUNTRY (| ODE (if not in U.S. | |
| | FCC REGISTR | ATION NUMBER (FRN) RE | QUIRED | |
| (21) APPLICANT (FRN) 0014 - 48 - 03 | 62 | | 15. | |
| | ECTION C FOR EACH SERVIC | | eeded, use con | Tinuation sheet |
| (23A) CALL SIGN/OTHER ID | (24A) PAYMENT TYP | E CODE | (25A) QU | ANTITY |
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| (28A) FCC CODE I | | (29A) FCC CODE 2 | <u>*%</u> **&%* | o Marco A Common Marco Marco Marco Agrae (1997) 1973 - July 2015 (1997) 1975 |
| (23B) CALL SIGN/OTHER ID | (24B) PAYMENT TYP | E CODE | (25B) QU | ANTITY |
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| (23C) CALL SIGN/OTHER ID | (24C) PAYMENT TYP | E CODE | (25C) QUA | ANTITY |
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| (28C) FCC CODE I | | (29C) FCC CODE 2 | SERVICE SOLUTION | ettissi enettään ja oli aliantaa täätää kaisia etti oli oli oli |
| (23D) CALL SIGN/OTHER ID | (24D) PAYMENT TYPI | E CODE | (25D) QU/ | ANTITY |
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| (28D)FCC CODE I | | (29D) FCC CODE 2 | A September 1975 - No. | · · · · · · · · · · · · · · · · · · · |
| (23E) CALL SIGN/OTHER ID | (24E) PAYMENT TYPE | CODE | (25E) QUA | NTITY |
| (26E) FEE DUE FOR (PTC) | (27E) TOTAL FEE | TOTAL FEE | | |
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| (23F) CALL SIGN/OTHER ID | (24F) PAYMENT TYPE | CODE | (25F) QUA | ИПТҮ |
| (26F) FEE DUE FOR (PTC) | (27F) TOTAL FEE | | | |
| (28F)FCC CODE I | | (29B) FCC CODE 2 | | (1) 1 |
| | SEE PUBLIC BURDEN OF | N REVERSE | FCC FORM 15 | 9-C FEBRUARY 2003(REVISED) |

| AMERICAN BROADBAND ACQUISITION CORP. 756 Tyvola Rd. Ste 100 Charlotte, NC 28217 | 1259 |
|---|------------------------------|
| Charlotte, NC 28217 | 7 05 88-21/630 89WAICH 30139 |
| SXER FCC | \$ 695- |
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| WACHOVIA Whotherin Bank, MA | |
| POR PORTER | |
| 1255 | |

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Certificate of Service

I, Joshua Seidemann, of Woods & Aitken, LLP, do hereby certify that on this 4th day of January 2006 I caused to be sent via First Class US Mail, postage prepaid, the foregoing "APPLICATION FOR TRANSFER OF CONTROL" to the following:

Joshua Seidemann

Gov. David Heineman State of Nebraska State Captiol Building 15th and K Streets Lincoln, NE 68509

Gov. Kathleen Sebelius Kansas State Capitol 10th and Jackson Topeka, Kansas 66612

Gov. Michael Easley Office of the Governor 20301 Mail Service Center Raleigh, NC 27699-0301

US Department of Defense Assistant Secretary of Defense for C31 1000 Defense Pentagon, Room 3E712 Washington, DC 20301-1000

US Department of State EB/CIP/SCA Room 4826 2001 C Street, NW Washington, DC 20520

* via hand delivery

* Competition Policy Division
Wireline Competition Bureau
Federal Communications Comm.
445 12th Street, SW
Washington, DC 20554

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